

Form of Proxy

SHORE CAPITAL GROUP LIMITED

(Incorporated in the Island of Guernsey with company number 51355)

(the “**Company**”)

GENERAL MEETING

For use at the General Meeting convened for 3 November 2015 at 2.00 p.m. at Martello Court, Admiral Park, St Peter Port, Guernsey GY1 3HB

I/We

(BLOCK CAPITALS PLEASE)

of

being (a) member(s) of the Company hereby appoint the Chairman of the General Meeting (see Note 1) or

as my/our proxy and to attend, speak and vote for me/us on my/our behalf at the General Meeting of the Company to be held on 3 November 2015 and at any adjournment thereof. My/our proxy is to vote as indicated below in respect of the Resolution set out in the Notice of General Meeting (see Note 3). On any other business which may properly come before the General Meeting (including any motion to amend a resolution or to adjourn the General Meeting) the proxy will act at his/her own discretion.

Please indicate by placing an X in this box if this proxy appointment is one of multiple appointments being made (see Note 2)

ORDINARY RESOLUTION		FOR	AGAINST	VOTE WITHHELD
1	That the Company be authorised to make market acquisitions of its ordinary shares at the Tender Price (as defined in the shareholder circular)			

Dated

Signed or sealed (see Note 4)

Note:

- 1 If a member wishes to appoint as a proxy a person other than the Chairman of the General Meeting, the name of the other person should be inserted in block capitals in the space provided. A proxy need not be a member of the Company but must attend the General Meeting in person. Any alteration or deletion must be signed or initialled.
- 2 A member may appoint more than one proxy in relation to a meeting, provided that the proxy is appointed to exercise the rights attached to a different share or shares held by him. To appoint more than one proxy, please contact the Company's Registrars, Computershare Investor Services (Guernsey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY on 0370 707 4040 for (an) additional form(s) or you may photocopy this form. Please indicate next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy (a proxy appointment which fails to do so may be treated as invalid by the Company). Please also indicate by placing an X in the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned in the same envelope together.
- 3 A member should indicate by marking the box headed either FOR, AGAINST or WITHHELD with an 'X' to show how he wishes his vote to be cast in respect of each of the resolution set out in the Notice of General Meeting. Unless so instructed, the proxy will exercise his discretion as to whether to vote or abstain as he thinks fit. The Vote Withheld option is provided to enable a member to instruct the proxy not to vote on any particular resolution, however it should be noted that a vote withheld in this way is not a "vote" in law and will not be counted in the calculation of the proportion of votes FOR and AGAINST a resolution.
- 4 In the case of a corporation this form of proxy should be given under its seal or signed on its behalf by an attorney or duly authorised officer. In the case of joint holders the form of proxy may be signed by any holder and the names of all joint holders should be shown. If more than one form of proxy is received in respect of the joint shareholder, the vote tendered by the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of all other joint holders (seniority shall, for this purpose, be determined by the order in which the names of the holders stand in the register of members in respect of the relevant share(s)).
- 5 Use of this form of proxy does not preclude a member from attending the General Meeting and speaking and voting in person.
- 6 To be valid, this form of proxy must be lodged together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, at the Company's Registrars, Computershare Investor Services (Guernsey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, not less than 48 hours (excluding non-business days) before the General Meeting or any adjournment thereof or, in the case of a poll taken more than 48 hours after it is demanded, not less than 24 hours (excluding non-business days) before the time appointed for taking the poll and, in the case of a poll not taken during the General Meeting but taken not more than 48 hours after it is demanded, may be delivered at the meeting at which the poll was demanded to the chairman of that meeting, or to the secretary or any director of the Company (failing which the proxy notice will not be treated as valid).
- 7 Where more than one proxy notice is delivered, deposited or received in respect of the same shares, that delivered, deposited or received latest shall prevail; if it is not clear which was delivered, deposited or received latest, none shall be valid.